

CERTIFICATE OF RESOLUTION

I, Victoria Sharp, Corporate Secretary of each of Enron Energy Services, Inc., a Delaware corporation (“EES”), Enron Energy Services, LLC, a Delaware limited liability company (“EES LLC”), Enron Energy Services Operations, Inc., a Delaware corporation (“EESO”) and Enron Energy Marketing Corp., a California corporation (“EEMC” and, together with EES, EES LLC and EESO, the “Corporation”), hereby certify that a joint meeting of the Board of Directors of the Corporation duly called and held on December 1, 2001, the following resolutions were duly adopted in accordance with the requirements of the applicable Delaware and California corporation law and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

WHEREAS, the proper officers of the Corporation are completing negotiations relating to (i) the Revolving Credit and Guaranty Agreement (the “Credit Agreement”) among Enron Corp. (“Enron”) and Enron North America Corp. (“ENA”) as debtors and debtors-in-possession under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), the Corporation, ENA and certain other direct or indirect subsidiaries of Enron named therein as guarantors (collectively referred to as the “Guarantors”) as debtors and debtors-in-possession, JP Morgan Chase Bank (“JP Morgan Chase”) and the other financial institutions party thereto as lenders (together with JP Morgan Chase, the “Lenders”) and JP Morgan Chase, as Administrative Agent (the “Administrative Agent”) for the Lenders and (ii) the other Loan Documents (as defined in the Credit Agreement), including all other instruments, documents and certificates that will be delivered to the Administrative Agent and the Lenders, all other pledges, powers of attorney, consents, assignments, contracts, notices, and all other written matter contemplated by the Credit Agreement (collectively, the foregoing, together with the Credit Agreement, are hereinafter referred to as the “Loan Documents”);

WHEREAS, the Credit Agreement and Loan Documents contemplate that the Corporation will grant to the Collateral Agent (as defined in the Credit Agreement), on behalf of the Lenders and the Issuers, a lien on all or substantially all of the Corporation’s property, real and personal, tangible or intangible, now existing or hereafter acquired (collectively, the “Assets”), and that the Corporation will pledge to the Collateral Agent all of the Corporation’s Pledged Equity Interests (as defined in the Security and Pledge Agreement (as defined in the Credit Agreement)); and

WHEREAS, the Corporation will receive substantial direct or indirect benefits from the Loans made to the Borrowers under the Credit Agreement.

NOW THEREFORE BE IT RESOLVED, that it is in the best interests of the Corporation, its creditors, shareholders, employees and other interested parties

that a petition be filed by the Corporation seeking relief under the provisions of the Bankruptcy Code;

RESOLVED, that each of David W. Delainey, Janet R. Deitrich, Victoria T. Sharp and Daniel P. Leff (each, an “Authorized Officer” and collectively, the “Authorized Officers”), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine;

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation to execute and file all petitions, schedules, lists and other papers and to take any and all action that any of the Authorized Officers may deem necessary or proper in connection with the chapter 11 case;

RESOLVED, that each of the Authorized Officers, and such other officers of the Corporation as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation to execute any and all plans under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, in such form and containing such terms as the Board of Directors shall hereafter approve, and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine;

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP, with principal offices at 767 Fifth Avenue, New York, New York 10153, and regional offices at, among others, 700 Louisiana, Suite 1600, Houston, Texas 77002, and 100 Crescent Court, Suite 1300, Dallas, Texas 75201, be employed as attorney for the Corporation in the Corporation’s chapter 11 case under a general retainer;

RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered on behalf of, and in the name of, the Corporation to retain and employ other attorneys, investment bankers, accountants, and other professionals to assist in the Corporation’s chapter 11 case on such terms as such Authorized Officer deems necessary or proper.

RESOLVED, that Authorized Officers be, and they hereby are, authorized and directed to complete negotiations of the Credit Agreement and the Loan Documents; the form, terms and provisions of the Credit Agreement and the Loan Documents, as such shall finally be negotiated and completed by the Authorized Officers be, and they hereby are, in all respects approved; and any Authorized

Officers be, and each of them hereby is, authorized and directed to execute, in the name and on behalf of the Corporation, the above-noted documents, with the authorization and approval of such documents to be conclusively evidenced by such execution; and

RESOLVED, that the performance and consummation of the transactions contemplated by the Credit Agreement and the other Loan Documents by the Corporation be, and hereby are, in all respects approved; and

RESOLVED, that the Corporation hereby consents to the grant to the Collateral Agent of a lien on the Corporation's Assets and the pledge to the Collateral Agent of all of the Corporation's Pledged Equity Interests, as contemplated by the Credit Agreement and the Loan Documents;

RESOLVED, the Authorized Officers, and any person or persons designated and authorized so to act by any such officer of the Corporation be, and each of them hereby is, authorized and directed in the name and on behalf of the Corporation, to do and perform, or cause to be done or performed, such acts, and to execute and deliver, or cause to be executed and delivered, under its corporate seal or otherwise, such instruments or documents, including without limitation the execution and delivery of a security and pledge agreement in accordance with the terms of the Credit Agreement, pursuant to which security and pledge agreement the Corporation will pledge to the Administrative Agent on behalf of the Lenders all or substantially all of the Corporation's property, real and personal, tangible or intangible, now existing or hereafter acquired, as he or she may deem necessary or desirable in order to perform the obligations of the Corporation under the Credit Agreement and the Loan Documents and to carry out the intent of the foregoing resolutions; and

RESOLVED, that the Authorized Officers of the Corporation be, and hereby are, authorized to execute, or join in the execution of, documents and agreements on behalf of the Corporation, to attest or deliver certificates on behalf of the Corporation, or to take such additional action on behalf of the Corporation as the Proper Officers have deemed appropriate relating to any such document that the Proper Officers have been authorized to execute on behalf of the Corporation pursuant to the foregoing resolutions; and

RESOLVED, that the authority given hereunder shall be deemed retroactive and any and all acts relating to the subject matter of the foregoing resolutions performed prior to the passage of the foregoing resolutions by any of the directors or officers of the Corporation, be and hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand this 1st day of December, 2001.

/s/ Victoria Sharp
Corporate Secretary